

**By-Laws of the  
CAMBRIDGE VALLEY CHAMBER OF COMMERCE, INC.**

**ARTICLE I**

**GENERAL**

**SECTION 1: NAME**

This New York Not-For-Profit Corporation shall be known as the "Cambridge Valley Chamber of Commerce, Inc.," hereinafter called the "Chamber."

**SECTION 2: PURPOSE**

The Cambridge Valley Chamber of Commerce is organized to achieve the objectives of:

**1) Promoting business and community growth and development by:**

- 1.promoting economic programs designed to strengthen and expand the income potential of all business within the Cambridge economic region;
- 2.promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and
- 3.discovering and correcting abuses which prevent the promotion of business expansion and community growth.

**2) Preserving the competitive enterprise system of business by:**

- 1.creating a better understanding and appreciation of the importance of the business person and a concern for his or her problems;
- 2.creating a more intelligent business and public opinion regarding local, county, state and national legislative and political affairs;
- 3.preventing controversies which are detrimental to the expansion and growth of business and the community, or adjusting them if they arise; and
- 4.creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.

**SECTION 3: AREA**

Civic activities and involvement will be limited to Southern Washington County and immediate adjacent areas. However, membership in the organization shall not be limited geographically.

**SECTION 4: LIMITATIONS OF METHODS**

The Chamber shall be nonprofit, nonpartisan, nonsectarian and shall not discriminate on the basis of race, creed, nationality or sex. The Chamber shall observe all local, state and federal laws, which apply to nonprofit organizations as defined in Section 501 (c)( 6) of the Internal Revenue Code.

**ARTICLE II**

**MEMBERSHIP**

**SECTION 1: ELIGIBILITY**

Any person, association, corporation, partnership or estate having an interest in the objectives of the Chamber shall be eligible to apply for one of the memberships hereinafter described.

**SECTION 2: TYPES OF MEMBERSHIP**

There shall be three types of membership in the Chamber, as follows:

**(a) Regular Membership.** Any person, association, corporation, partnership or estate having a residence or conducting business in the Cambridge economic region shall be eligible for a regular membership, with dues at such rate or rates, schedules or formula as may from time to time be prescribed by the Board of Directors, payable annually in advance.

**(b) Honorary Membership.** An honorary membership may be conferred by the Board of Directors upon any person, association, corporation, partnership or estate for continued distinction and service in matters affecting the business community. Honorary members shall be

exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

- (c) Associate Membership. Each regular member may designate employees or board members for associate membership by submitting a list of designees to the Secretary. The member has the right to revoke any and all designations at its discretion. There shall be no fee for associate membership.

### SECTION 3: PRIVILEGES OF MEMBERSHIP:

- (a) Regular Members. Regular members shall have and enjoy all rights, benefits and privileges accruing under these by-laws, the rules and regulations of the Chamber, and the laws of the State of New York by virtue of their membership in the Chamber, including the right to vote.
- (b) Honorary Members. Honorary members shall not have the right to vote, but shall enjoy all other rights, benefits and privileges accruing under these by-laws, the rules and regulations of the Chamber, and the laws of the State of New York by virtue of their membership in the organization.
- (c) Associate Members. Associate members shall not have the right to vote or hold office, and shall not receive Chamber mailings, but shall enjoy all other rights, benefits and privileges accruing under these by-laws, the rules and regulations of the Chamber, and the laws of the State of New York by virtue of their membership in the organization.
- (d) Limitations on Privileges. All rights, benefits and privileges accruing to regular, honorary and associate members by virtue of their membership in the Chamber shall exist and be exercisable only when all obligations and duties associated with said membership have been met, including the payment of dues, if applicable. No member who is delinquent in the payment of dues for thirty (30) days or more shall be entitled to cast a vote upon any matter coming before the membership.

### SECTION 4: ELECTION TO MEMBERSHIP

Applications for membership shall be in writing on forms provided for that purpose, and shall be signed by the applicant. The membership committee shall review all applications and submit them to the Board of Directors with its recommendation. Election of members shall be by the Board of Directors at any meeting. Any applicant elected shall become a member upon payment of the regularly scheduled dues, as provided in ARTICLE III hereof.

### SECTION 5: EXERCISE OF PRIVILEGES

Each firm, association, corporation, partnership or estate holding membership in the Chamber shall nominate an individual whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice to the Secretary.

### SECTION 6: RULES, REGULATIONS, RESOLUTIONS AND LIMITATIONS

The Board of Directors may at any time and from time to time adopt, amend, alter and repeal rules, regulations, and resolutions, and such other matters, whether or not relating to membership, as the Board of Directors may determine to be in the best interest of the Chamber.

### SECTION 7: VOTING RIGHTS

Only the designated voting representative of members in good standing shall have the right to vote. Each such voting representative shall have one vote, which may be cast by absentee ballot under such rules and regulations as the Board of Directors may adopt. A voting member may vote by proxy as described in these by-laws.

Non-voting members shall not have the right to vote. Such members may, however,

- (a) submit suggestions, advice or recommendations to the voting members at any annual or special meeting thereof, for the purpose of offering input and guidance as to the conduct and operation of the Chamber's affairs;
- (b) offer resolutions or other proposals for action to the voting members with a request that the same be considered and voted upon; or
- (c) cast "advisory votes" upon any matter brought up for determination by the voting members at any annual or special meeting thereof, for the purpose of informing the voting members as to the position of the nonvoting member with respect thereto.

## **SECTION 8: ANNUAL MEETINGS**

The purpose of the annual meeting of members is to elect directors and to transact such other business as may properly come before the voting members. The annual meeting of the members of the Chamber shall be held during the month of October at such date and time as is designated by the Board of Directors or by the President in absence of the designation of the Board. The annual meeting of the members for any year shall be held no later than thirteen (13) months after the last annual meeting of the members. However, failure to hold an annual meeting timely shall in no way effect the terms of officers or directors of the Chamber or the validity of actions of the Chamber.

## **SECTION 9: SPECIAL MEETINGS**

Special meetings of members may be called by the Secretary upon the request of the President or the Board of Directors or upon the written request of at least ten percent (10%) of the members in good standing. The purpose of each special meeting shall be stated in the Notice and may only include purposes that are lawful and proper for members to consider. If the purpose of the special meeting is to amend the by-laws, then the notice of the special meeting shall be accompanied by a written form of proxy, which an absent member may sign and return.

## **SECTION 10: PLACE OF MEETING**

The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any meeting of members. If no designation is made, then the place of meeting shall be at the Cambridge Valley Chamber of Commerce's current office location. *(See website and newsletter for address)*

## **SECTION 11: NOTICE OF MEETING OF MEMBERS**

Written notice stating the place, date and time of a meeting of members, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by first class mail not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting, to each member of record entitled to vote at the meeting and to all honorary members. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Chamber with postage thereon prepaid. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be mailed by a class of U.S. Mail other than first class.

## **SECTION 12: WAIVER OF NOTICE**

A written waiver of notice signed by a member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## **SECTION 13: ACTION WITHOUT MEETING**

Any action of the members may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the action so taken is signed by all of the members of the Chamber. Written consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of members and any certificate with respect to the authorization or taking of any such action which is delivered to the Department of State shall recite that the authorization was by unanimous written consent, pursuant to Section 614 of the Not-For-Profit Corporation Law of the State of New York.

## **SECTION 14: MEMBER QUORUM; MANNER OF VOTING; ROBERT'S RULES**

Unless otherwise required in the Certificate of Incorporation, twenty-five (25%) percent of the voting members, appearing in person, by proxy or by absentee ballot, shall constitute a quorum at an annual or special meeting of members. If a quorum is present, unless otherwise provided by law or in the Certificate of Incorporation, the affirmative vote of a majority of the members at the meeting entitled to vote on the subject matter shall be the act of the members. After a quorum has been established at a meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the voting members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present. There shall be no cumulative voting. The order of business and procedure shall conform to Robert's Rules of Order as revised from time to time. (Amended May 21, 1991.)

## **SECTION 15: PROXIES**

Every voting member may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the voting member or his/her otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the

proxy. Every proxy shall be revocable at the pleasure of the voting member issuing it, except as otherwise provided by New York Not-For-Profit Corporation Law Section 609. Voting members must notify the Chamber of a change in proxy at least five (5) business days before the next regularly scheduled Board of Directors meeting. Notification must be in writing.

#### **SECTION 16: TERMINATION OF MEMBERS**

- (a) Any member may resign from the Chamber upon written request to the Board of Directors.
- (b) Any member may be expelled by the Board of Directors by a two-thirds (2/3) vote for nonpayment of dues, in accordance with the provisions of ARTICLE III, Section 3 of these by-laws.
- (c) Any member who violates the by-laws, rules, or regulations of the Chamber, or who conducts himself or itself in a manner calculated to discredit the Chamber or to bring the Chamber into bad repute before the public, or whose conduct is prejudicial to the aims or repute of the Chamber, or whose conduct makes him or it objectionable to the members of the Chamber, may, after notice and opportunity for a hearing are given to the member, be either suspended, denied any or all privileges of membership, or expelled from the Chamber by a vote of two-thirds (2/3) of the Board of Directors.

### **ARTICLE III**

#### **INITIATION FEES, DUES AND ASSESSMENTS**

##### **SECTION 1: INITIATION FEES**

Initiation fees, if any, shall be determined and published by the Board of Directors from time to time. Initiation fees may differ between classifications and categories of membership. The applicable initiation fee shall be payable at the time of application and shall accompany the application form.

##### **SECTION 2: DUES**

Dues shall be determined and published by the Board of Directors from time to time. Dues shall be due and payable in advance at the beginning of the Chamber's fiscal year and shall be deemed delinquent if not paid within thirty (30) days thereafter. Dues will be prorated at the beginning of the first full year of membership.

##### **SECTION 3: PENALTIES FOR DELINQUENT PAYMENT**

Any member who fails to pay any initiation fees, dues, assessments, or any other amount due the Chamber within thirty (30) days of the date they are due shall be delinquent and shall be subject to suspension at the election of the Board of Directors, and upon such suspension, said member shall be prohibited from using any of the facilities and properties of the Chamber, from attending any functions of the Chamber, and from voting on any matters coming before the membership of the Chamber. If such delinquent amounts are not paid within sixty (60) days of the date they are due, such member may then be expelled from the Chamber and that membership in the Chamber shall cease. The Board of Directors has the power, but not the duty, to reinstate an expelled member upon payment of all amounts due plus such administrative fines as may be determined by the Board of Directors. Notwithstanding the foregoing, the Board of Directors may at any time, in its sole discretion, grant an extension of time to any member to pay an amount due to the Chamber.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

##### **SECTION 1: GENERAL POWERS**

Subject to the limitations of the Certificate of Incorporation, these by-laws, and the New York Not-For-Profit Corporation Law concerning corporate action that must be authorized or approved by the voting members of the Chamber, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Chamber shall be controlled by the Board of Directors. Wherever used in these by-laws the word "Board" shall mean the Board of Directors.

The number of directors of the Chamber shall be no less than seven (7) and not to exceed fifteen (15). Four of these directors shall be the officers of the Chamber. The directorships shall be classified with respect to the time for which the Directors shall severally hold office by dividing them into three (3) classes of three directors, and all

directors shall hold office until their successors are elected and qualified. At the meeting held for the election of the first Board, Directors of the first class shall be elected for a term of one (1) year; directors in the second class for a term of two (2) years; and directors in the third class for a term of three (3) years; and at each annual election successors to the class of directors whose terms shall expire that year shall be elected to hold office for a term of three (3) years, so that the term of office of one class of directors shall expire in each year. Directors shall be elected by the voting members of the Chamber at the annual meeting of members, in accordance with the following procedure:

- (a) Nominating Committee. Each year at its Reorganizational Meeting the Board of Directors of the Chamber will appoint a nominating committee of three (3) members of the Chamber. The committee will then meet prior to the September meeting of the Board of Directors and select a slate of candidates to run for election to the directorships which will become vacant at the end of the calendar year. Each candidate must be a regular member in good standing, and must have agreed to accept the responsibility of the directorship so nominated.
- (b) Nominations. The slate of the nominating committee shall be presented at the September meeting of the Board. After the slate has been presented, any member of the Chamber may nominate from the floor any regular member in good standing for election to a vacant directorship. All nominations made and seconded at the September meeting, including the Nominating Committee's slate, shall be placed on the absentee ballot mailed to members prior to the Annual Election.
- (c) Voting. The Secretary shall preside at all elections. The manner of voting; e.g., by voice vote, paper ballot, etc., shall be prescribed by the presiding officer.

### SECTION 3: REORGANIZATIONAL MEETINGS.

The Board of Directors shall hold its annual reorganizational meeting within the first two weeks of January for the purpose of the election of officers and the transaction of such other business as may come before the meeting. Officers shall be selected from the current directors serving on the Board as of January 1 of the year in which the meeting is held.

Written notice stating the place, date and time of the reorganizational meeting shall be delivered to each director personally or by first class mail not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the director at his or her address as it appears on the records of the Chamber with postage thereon prepaid. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be mailed by a class of U.S. Mail other than first class.

### SECTION 4: REGULAR MEETING

Regular meetings of the Board of Directors may be held without notice at such time and such place as shall be determined from time to time by the Board of Directors.

### SECTION 5: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, Secretary or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

### SECTION 6: TELEPHONE MEETINGS

Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

### SECTION 7: ACTION WITHOUT MEETING

Any action of the Board of Directors may be taken without a meeting if consent in writing setting forth the actions so taken and signed by a majority of the Directors is filed in the Minutes of the Board of Directors. Such consent shall have the same effect as a majority vote.

### SECTION 8: NOTICE AND WAIVER

Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, by mail to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting

any objection to the transaction of business because the meeting is not lawfully called or convened.

#### **SECTION 9: QUORUM AND VOTING**

A minimum of four (4) directors shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present, or poll the non-present board members by e-mail or phone for a vote and action without meeting.

#### **SECTION 10: VACANCIES**

Any Director absent from three regular meetings of the Board in a calendar year may be dropped from membership on the Board of Directors unless confined due to illness or other absence approved by a majority vote of the Board at any regular meeting thereof. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors, unless otherwise provided by law or the Certificate of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of directors by the members. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of members or a special meeting of members called for that purpose.

#### **SECTION 11: REMOVAL**

At any meeting of members called expressly for that purpose, any director or directors may be removed from office, with or without cause, by vote of a majority of the voting members then entitled to vote at an election of directors. New directors may be elected by the voting members for the unexpired terms of directors removed from office at the same meeting at which such removals are voted. If the voting members fail to elect persons to fill the unexpired terms of removed directors, and if the members did not intend to decrease the number of directors to serve on the Board, then the vacancies shall be filled in accordance with the provisions in these by-laws for vacancies.

#### **SECTION 12: PRESUMPTION OF ASSENT**

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

### **ARTICLE IV-A**

#### **OFFICERS**

##### **SECTION 1: OFFICERS**

The officers of this Chamber shall be a President, Vice President, Secretary and Treasurer. A failure to elect any officer shall not affect the existence of the Chamber.

##### **SECTION 2: ELECTION AND TERM OF OFFICER**

The officers of the Chamber shall be elected annually by the Board of Directors at its annual reorganizational meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided, whichever occurs first.

##### **SECTION 3: REMOVAL**

Any officer may be removed from office at any time, with or without cause, on the affirmative vote of two-thirds (2/3) of the Board of Directors whenever, in its judgment, the best interests of the Chamber will be served thereby.

##### **SECTION 4: VACANCIES**

Vacancies in office, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

##### **SECTION 5: DUTIES**

The duties of the officers shall be as follows:

- (a) **President**: The President shall be the Chamber's principal executive officer and shall exercise general supervision and control over all the business and affairs of the Chamber. The President shall have the following specific powers and duties:



- (i) To preside at all meetings of the members at which he or she is present;
- (ii) To preside at all meetings of the Board of Directors at which he or she is present;
- (iii) To have general and active management of the business and affairs of the Chamber;
- (iv) To see that all orders and resolutions of the Board are carried into effect;
- (v) To execute bonds, mortgages, deeds of trust, and other contracts requiring a seal, under the seal of the corporation;
- (vi) To insure the safekeeping of the seal of the corporation, and when authorized by the Board of Directors, to affix the seal to any instrument requiring it;
- (vii) To have general superintendence and direction of all the other officers of the Chamber and of the agents and employees thereof; and to see that their respective duties are properly performed;
- (viii) To operate and conduct the business and affairs of the Chamber according to the orders and resolutions of the Board of Directors, and according to his or her own discretion whenever and wherever it is not expressly limited by such orders and resolutions;
- (ix) To submit a report of the operations of the Chamber to the directors at the regular meeting in each month, and an annual report thereof to the members at the annual meeting, and from time to time to report to the directors all matters within his or her knowledge that should be brought to their attention in the best interests of the Chamber.

In addition to the foregoing, the President may sign membership certificates, and shall have such other powers, duties and authority as may be set forth elsewhere in these by-laws and as may be prescribed by the Board of Directors from time to time, or which may be necessary to execute and carry out the foregoing powers and duties.

**(b) Vice President.** The Vice President shall exercise the powers and perform the functions that are from time to time assigned to him or her by the President or the Board of Directors. The Vice President will have the powers and will exercise the duties of the President, whenever the President, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically so directed by the Board of Directors. The Vice President shall have the following specific powers and duties:

- (i) To coordinate the reports submitted by each committee chairperson and to inform the Secretary of any committee recommendations requiring action at the monthly meeting of the Board of Directors;
- (ii) To maintain a record of the committee meetings and to ensure each committee fulfills its obligation to meet no less than four times each year;
- (iii) To inform each committee chairperson of actions or decisions taken or approved by the Board of Directors which require committee action or attention;
- (iv) To maintain a current list of all committee members approved by the Board of Directors.

**(c) Secretary.** The Secretary of the Chamber shall be the custodian of and shall maintain the corporate books and records of the Chamber and shall be the recorder of the Chamber's formal actions and transactions. The Secretary shall have the following specific powers:

- (i) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the members, and to maintain separate minute books at the principal office of the Chamber, or such other place as the Board of Directors may order, of all such meetings in the form and manner required by law;
- (ii) To keep at the principal office of the Chamber, record books showing the details required by law with respect to the membership certificates of the corporation, including ledgers and transfer books showing all memberships issued and transferred, and the date of each issuance and transfer; and also all other books of the corporation excepting books of account;
- (iii) To keep at the principal office, open to inspection by members, at all reasonable times, the original or a certified copy of the by-laws of the Chamber as amended or otherwise altered to date;
- (iv) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his or her signature all corporate documents requiring the same;
- (v) To attend to the serving of all notices of the Chamber required by law or these by-laws to be given;
- (vi) To attend to such correspondence and make such reports as may be assigned to him or her.

**(d) Treasurer.** The Treasurer of the Chamber shall be its chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

- (i) To keep and maintain, open to inspection by the President and any director at all reasonable times,

- adequate and correct accounts of the properties and business transactions of the Chamber, which shall include all matters required by law and which shall be in form as required by law;
- (ii) To have the care and custody of the funds and valuables of the Chamber and deposit the same in the name and to the credit of the Chamber with such depositories as the Board of Directors may designate;
  - (iii) To maintain accurate lists and descriptions of all capital assets of the Chamber, including land, buildings and equipment;
  - (iv) To see to the proper drafting of all checks, drafts, notes and orders for the payment of money as may be required in the business of the Chamber, and to sign such instruments with the President, Vice President or Secretary if their amount should exceed \$500;
  - (v) To disburse the funds of the Chamber for proper expenses, and as he or she may be ordered by the Board of Directors, to take proper vouchers for such disbursements;
  - (vi) To render to the Board of Directors, whenever they may require it, and no less than once per month, an account of all his or her transactions as Treasurer, and a financial statement in form satisfactory to them, showing the condition of the corporation.

In addition to the foregoing, the Treasurer shall have other such powers, duties and authority as may be set forth elsewhere in these by-laws and as may be prescribed by the President or the Board of Directors from time to time, and as may be necessary to execute and carry out the powers and duties above described.

## ARTICLE V

### COMMITTEES

#### SECTION 1: CREATION OF COMMITTEES

The Board of Directors may, by resolution passed by a majority of the whole Board, appoint from the members, suitable committees for the affairs of the Chamber. The committees shall have such powers and duties as are lawfully delegated to them by the Board of Directors. The President and Vice President shall be ex officio members of each committee.

#### SECTION 2: STANDING COMMITTEES

Each year at its reorganizational meeting, the Board of Directors shall appoint the following standing committees, each of which shall have at least one (1) director as a member and which shall have the following duties:

- (a) Beautification. This committee strives to improve the visual appeal of the Cambridge Valley and recognizes local businesses and organizations for their individual beautification efforts.
- (b) By-law and Rules and Regulations Committee. This committee shall advise and consult with the Board of Directors with reference to the provisions and interpretations of the Certificate of Incorporation, by-laws, and rules and regulations of the Chamber, and shall continuously study them for the purpose of keeping them current and consistent with the efficient management of the Chamber.
- (c) Economic Development Committee. This committee shall actively work with the members of the Chamber and with appropriate officials and representatives of local, state and federal governments, to improve the business climate in the greater Cambridge economic region; promote the growth and success of existing businesses in the region; and encourage new businesses and industrial concerns which will have a positive social and economic effect upon the region to locate here. To the extent necessary or desirable, the Economic Development Committee shall consult and coordinate with other local and regional Chambers of Commerce, and with the National Chamber of Commerce, to further its goals and objectives.
- (d) Finance/Insurance Committee. This committee shall supervise the annual audit of the Chamber's books and approve the annual statement of income and expenditures to be presented to the members at its regular annual meeting. It shall also prepare and adopt the annual budget and submit it for approval to the Board of Directors in accordance with Article XII, Section 4 of the By-Laws. The Treasurer shall be an ex-officio member of this committee. This committee shall also make recommendations to the Board of Directors regarding insurance coverage for the Chamber and its directors, and review proposals from insurance agents in relation to group health insurance programs.
- (e) Fundraising Committee. Each year the Chamber's annual budget will call for a certain amount of money to be raised through fundraising. The Fundraising Committee shall plan, organize and direct, under the sponsorship of the Chamber, such fundraising events, activities and functions as may be necessary or



desirable to meet the budget for fundraising, and to raise as much additional revenue for the Chamber as possible.

- (f) **Membership Committee.** This committee shall actively solicit new members of the Chamber; shall consider all proposals for membership to the Chamber; may investigate the general eligibility and fitness of all persons proposed for membership; and shall report its findings and decisions to the Board of Directors. The deliberations of this committee shall be confidential. This committee shall also work to maintain the current membership and respond to its needs. It will also coordinate the annual chamber member awards and recognitions.
- (g) **Nominating.** The Board of Directors appoints this three-person committee each year at its reorganizational meeting. It is responsible for formulating a list of candidates for the Annual Meeting and Election of Directors. The four-meetings-per-year rule does not apply to this committee.
- (h) **Public Relations/Media.** This committee is responsible for the publicizing of Chamber events and activities and for the promotion of member businesses and their accomplishments. This committee also oversees the maintenance and updating of the Chamber website and the formation and execution of its annual advertising campaign.
- (i) **Retail/Small Business.** This committee focuses on developing opportunities for economic growth and expansion of small businesses in the Cambridge Valley. It also works to coordinate joint activities that promote commerce.
- (j) **Social Committee.** This committee shall plan and direct the entertainment and networking activities of the Chamber, including the social portion of the annual members meeting and the membership mixers which are held from time to time, and shall coordinate Chamber events with such other committees as may be involved.
- (k) **Special Events.** This committee shall plan, organize and direct, under the sponsorship of the Chamber, such activities, functions and events to be held in the greater Cambridge economic region as may be directed or authorized by the Board of Directors for the purpose of promoting the business of the members and the objectives of the Chamber.
- (l) **Tourism Committee.** This committee promotes tourism by providing information about local events, businesses and the historical significance of the valley to prospective visitors and by producing promotional materials for the Cambridge Valley, such as the Village Walking Tour and list of community events.

### SECTION 3: OTHER COMMITTEES

The Board of Directors may appoint such other committees as it deems necessary or advisable, which shall have such powers and duties as the Board shall determine. Such other committees shall have such functions and may exercise such powers of the Board of Directors as can be lawfully delegated by it.

### SECTION 4: MEETINGS

Each committee, with the exception of the Nominating Committee, shall meet no less than four times each calendar year.

### SECTION 5: COMMITTEE MEMBERS

Each director shall be assigned by the President to serve as a member and board liaison to at least one committee at the Board's reorganizational meeting in January. The liaison shall solicit eligible individuals to serve on his or her assigned committee. The liaison will present a list of committee members to be appointed by the Board at its February meeting. Any subsequent changes in committee membership shall be approved by a majority of the board.

Eligible individuals must be the voting representative of a member business, an honorary member or an associate member.

### SECTION 6: COMMITTEE CHAIRPERSONS

Each committee shall select, by majority vote of its members, a chairperson. The chairperson will preside at all committee meetings.

### SECTION 7: QUORUM

At all meetings of each committee, a majority of the committee members then in office shall constitute a

quorum for the transaction of business.

#### **SECTION 8: MANNER OF ACTING**

The act of a majority of the members of each committee present at any meeting at which there is a quorum shall be the act of such committee.

#### **SECTION 9: MINUTES**

The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors. An overview of the meeting shall be submitted to the Vice President of the Chamber ten (10) days prior to the next monthly meeting of the Board.

#### **SECTION 10: RULES**

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

#### **SECTION 10: LIMITATION OF AUTHORITY**

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

### **ARTICLE VI**

#### **MEMBERSHIP CERTIFICATES**

##### **SECTION 1: FORM AND ISSUANCE**

Members of the Chamber may be issued certificates or cards signed by an officer. Each membership certificate or card may state the following: (a) the name of the corporation; (b) that the corporation is organized under the Laws of the State of New York; (c) the name of the person or business to whom issued; and (d) the class and category of membership. The membership certificate itself shall convey no rights or privileges, but shall only be for identification.

##### **SECTION 2: LOST, STOLEN OR DESTROYED CERTIFICATES**

The Chamber may issue a new membership certificate or card in place of any certificate or card previously issued upon request of the member named on such.

### **ARTICLE VII**

#### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

##### **SECTION 1: CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents of the Chamber, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be general or confined to specific instances.

##### **SECTION 2: CHECKS, DRAFTS, OR ORDERS FOR PAYMENT**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chamber shall be signed by such officer or officers, agent or agents of the Chamber and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Chamber (if in excess of \$500).

##### **SECTION 3: DEPOSITS**

All funds of the Chamber shall be deposited from time to time to the credit of the Chamber in such banks, trust companies, or other Federally-insured depositories as the Board of Directors may select.

##### **SECTION 4: GIFTS**

The Board of Directors may accept on behalf of the Chamber any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Chamber.

## ARTICLE VIII

### BOOKS, RECORDS AND REPORTS

#### SECTION 1: BOOKS AND RECORDS

The Chamber shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the office of the Chamber a list or record containing the names and addresses of all members, the class or categories of membership of said members and the dates when they respectively became members of record.

#### SECTION 2: INSPECTION OF CORPORATE RECORDS

Any person who is a voting member of the corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of members of the Chamber. Upon the written request of any voting member, the Chamber shall mail to such member a copy of the most recent balance sheet and revenue and disbursement statements. If such request is received by the Chamber before such financial statements are available for its last fiscal year, the Chamber shall mail such financial statements as soon as they become available. Additionally, balance sheets and revenue and disbursement statements shall be filed in the office of the Chamber, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any voting member, in person or by agent.

#### SECTION 3: ANNUAL REPORT

The Board of Directors shall mail to members a report prepared by the Finance/Insurance Committee and approved by said Committee and an independent certified public accountant, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Chamber as of the end of the twelve-month fiscal period terminating not more than four (4) months prior to said mailing;
- (b) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (c) the revenue or receipts of the Chamber, both unrestricted and restricted to particular purposes, during said fiscal period;
- (d) the expenses or disbursements of the Chamber for both general and restricted purposes, during said fiscal period; and
- (e) the number of members of the Chamber as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of business of the current members may be found. This report shall be filed with the records of the Chamber and a copy thereof entered in the minutes of the proceedings of the annual meeting of members.

## ARTICLE IX

### NONPROFIT OPERATION

The Chamber will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Chamber will be distributed to its members, directors or officers without full consideration. No member of the Chamber has any vested right, interest or privilege in or to the assets, property, functions or activities of the Chamber. The Chamber may contract in due course with its members, directors and officers without violating this provision.

## ARTICLE X

### INDEMNIFICATION

The Chamber shall indemnify each officer and director, including former officers and directors, to the fullest extent permitted by Article 7 of the Not-for-Profit Corporation Law of the State of New York, as amended, supplemented and construed by the case law of New York.

## ARTICLE XI

### RULES AND REGULATIONS

All rules and regulations adopted by the Board of Directors or by an authorized committee of the Board of Directors shall be binding upon all members, unless otherwise specified in the rules and regulations. Each rule and regulation shall remain in effect until it is amended, repealed or withdrawn by the Board of Directors or the committee that promulgated it, as the case may be.

## ARTICLE XII

### FINANCES

#### SECTION 1: FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

#### SECTION 2: DISBURSEMENTS

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by check.

#### SECTION 3: FISCAL YEAR

The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December in each year.

#### SECTION 4: BUDGET

The Finance Committee shall meet in September of each year to prepare and approve a budget for the coming fiscal year. This budget shall be submitted to the Board of Directors for review and approval at the Board's November monthly meeting.

#### SECTION 5: ANNUAL AUDIT

The accounts of the Chamber shall be audited annually as of the close of business on the last day of the Chamber's fiscal year by a certified public accountant. The audit shall at all times be available to members of the Chamber within the offices of the Chamber.

#### SECTION 6: BONDING

Officers and staff, as the Board of Directors may designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

## ARTICLE XIII

### BY -LAW CHANGES

The By-laws, or any of them, may be altered, amended or repealed and new by-laws may be adopted at any annual meeting of the voting members or at any special meeting called for that purpose by vote of the majority of the voting members present thereat. The Board of Directors shall have the power, by a majority vote of the whole board, to alter, amend or repeal these By-laws, or any of them, or to adopt new By-laws, but any action of the Board of Directors may be amended or repealed by the voting members at any annual meeting or special meeting called for that purpose. No By-laws adopted by the Board of Directors regulating the election of the Directors or Officers shall be valid unless there shall be set forth in the notice of the next meeting of the members for the Election of Directors the By-law so adopted, amended or repealed, together with a concise statement of the changes made.

Revised and approved by the members of record on April 15, 2001.

Elizabeth Dillard  
Elizabeth Dillard, President  
4/25/01

Tina Kruger  
Tina Kruger, Secretary  
4/25/01  
Date

**Adopted by the Board of Directors on April 25, 2001.**

**Revised and approved by the members of record on March 14, 2016.**

**Adopted by the Board of Directors on March 14, 2016.**

Sara Kelly  
Sara Kelly, President  
Date March 14/2016

Valerie Reagan  
Valerie Reagan, Secretary  
Date 4/11/2016

**Revised and approved by the members of record on January 16, 2017.**

**Adopted by the Board of Directors on January 16, 2017.**

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Sara Kelly, President

\_\_\_\_\_  
Amber Marriot, Secretary

Date: \_\_\_\_\_

Date: \_\_\_\_\_